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*Proposed Co-Counsel to the Debtors and
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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:	
CAREISMATIC BRANDS, LLC,	Chapter 11
Debtor. ¹	Case No. 24-10561 (VFP)
Tax I.D. No. 95-4535351	
In re:	
ALLHEARTS, LLC,	Chapter 11
Debtor.	Case No. 24-10565 (VFP)
Tax I.D. No. 26-3875213	
In re:	
CAREISMATIC, LLC,	Chapter 11
Debtor.	Case No. 24-10572 (VFP)
Tax I.D. No. 37-1964565	

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://www.donlinrecano.com/careismatic>. The location of Debtor Careismatic Brands, LLC's principal place of business and the Debtors' service address in these chapter 11 cases is: 1119 Colorado Avenue, Santa Monica, California 90401.

In re: CAREISMATIC GROUP INC., Debtor. Tax I.D. No. 92-1222366	Chapter 11 Case No. 24-10569 (VFP)
In re: CAREISMATIC GROUP II INC., Debtor. Tax I.D. No. 88-4358375	Chapter 11 Case No. 24-10567 (VFP)
In re: CBI INTERMEDIATE, INC., Debtor. Tax I.D. No. 85-4260543	Chapter 11 Case No. 24-10575 (VFP)
In re: CBI MIDCO, INC., Debtor. Tax I.D. No. 85-4245728	Chapter 11 Case No. 24-10577 (VFP)
In re: CBI PARENT, L.P., Debtor. Tax I.D. No. 85-4209005	Chapter 11 Case No. 24-10563 (VFP)
In re: KRAZY KAT SPORTSWEAR LLC, Debtor. Tax I.D. No. 22-3480562	Chapter 11 Case No. 24-10560 (VFP)
In re: MARKETPLACE IMPACT, LLC, Debtor. Tax I.D. No. 84-4842858	Chapter 11 Case No. 24-10576 (VFP)

In re: MED COUTURE, LLC, Debtor. Tax I.D. No. 87-4521191	Chapter 11 Case No. 24-10570 (VFP)
In re: MEDELITA, LLC, Debtor. Tax I.D. No. 85-2882258	Chapter 11 Case No. 24-10574 (VFP)
In re: NEW TROJAN PARENT, INC., Debtor. Tax I.D. No. 85-4212219	Chapter 11 Case No. 24-10578 (VFP)
In re: PACOIMA LIMITED, LLC, Debtor. Tax I.D. No. 20-0317819	Chapter 11 Case No. 24-10579 (VFP)
In re: SILVERTS ADAPTIVE, LLC, Debtor. Tax I.D. No. 85-1631976	Chapter 11 Case No. 24-10580 (VFP)
In re: STRATEGIC DISTRIBUTION, L.P., Debtor. Tax I.D. No. 20-0317869	Chapter 11 Case No. 24-10581 (VFP)
In re: STRATEGIC GENERAL PARTNERS, LLC, Debtor. Tax I.D. No. 20-0315907	Chapter 11 Case No. 24-10562 (VFP)

In re: STRATEGIC PARTNERS ACQUISITION CORP., Debtor. Tax I.D. No. 80-0830929	Chapter 11 Case No. 24-10564 (VFP)
In re: STRATEGIC PARTNERS CORP., Debtor. Tax I.D. No. 90-0609037	Chapter 11 Case No. 24-10566 (VFP)
In re: STRATEGIC PARTNERS MIDCO, LLC, Debtor. Tax I.D. No. 20-4512662	Chapter 11 Case No. 24-10568 (VFP)
In re: TROJAN BUYER, INC., Debtor. Tax I.D. No. 81-2898139	Chapter 11 Case No. 24-10571 (VFP)
In re: TROJAN HOLDCO, INC., Debtor. Tax I.D. No. 81-2885148	Chapter 11 Case No. 24-10573 (VFP)

**DEBTORS' MOTION FOR ENTRY OF AN
ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES, AND (II) GRANTING RELATED RELIEF**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state as follows in support of this motion (the “Motion”):¹

¹ A detailed description of the Debtors and their businesses, including the facts and circumstances giving rise to the Debtors’ chapter 11 cases, is set forth in the *Declaration of Kent Percy, Chief Restructuring Officer of Careismatic Brands, LLC, in Support of the Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed contemporaneously herewith. Capitalized terms used but not defined in this Motion have the meaning ascribed to them in the First Day Declaration.

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto as Exhibit A (the “Order”): (a) authorizing, but not directing, the Debtors to procedurally consolidate and jointly administer these chapter 11 cases; and (b) granting related relief. The Debtors request that the Court (as defined herein) maintain one file and one docket for all of the jointly administered cases under the case of Careismatic Brands, LLC, Case No. 24-10561 (VFP).

Jurisdiction and Venue

2. The United States Bankruptcy Court for the District of New Jersey (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11*, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.). The Debtors confirm their consent to the Court entering a final order in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are sections 105(a) and 342(c)(1) of title 11 of the United States Code (the “Bankruptcy Code”), and rules 1015(b) and 2002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Background

5. The Debtors, together with their non-Debtor affiliates (collectively, “Careismatic” or the “Company”), are a leading global designer, marketer, and distributor of medical apparel uniforms, footwear, and accessories. Founded in 1995, today Careismatic’s distribution platform spans approximately 65 countries to serve a diverse base of retailers and customers across multiple channels, including specialty retail, mass retail, online marketplaces, and direct-to-consumer. The

Company has an extensive portfolio of iconic and emerging brands across the health and wellness platform, including Cherokee Uniforms, Dickies Medical, Heartsoul Scrubs, Infinity, Scrubstar, Healing Hands, Med Couture, Medelita, Classroom Uniforms, AllHeart, Silverts Adaptive Apparel, and BALA Footwear. The combination of its geographic footprint, coupled with an expansive item profile, enables Careismatic to quickly and efficiently meet the needs of its valued customers worldwide.

6. On January 22, 2024 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases and no official committees have been appointed or designated.

Basis for Relief Requested

7. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. The 22 Debtor entities that commenced these chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein.

8. Joint administration is generally non-controversial, and courts in this jurisdiction regularly order joint administration in cases with multiple related debtors. *See, e.g., In re WeWork, Inc.*, No. 23-19865 (JKS) (Bankr. D.N.J. Jan. 8, 2024); *In re Rite Aid Corp.*, Case No. 23-18993 (MBK) (Bankr. D.N.J. Oct. 17, 2023); *In re Cyxtera Technologies, Inc.*, Case No. 23-14853 (JKS) (Bankr. D.N.J. June 4, 2023) (directing joint administration of chapter 11 cases); *In re Whittaker*,

Clark & Daniels, Inc., Case No. 23-13575 (MBK) (Bankr. D.N.J. May 8, 2023) (same); *In re Bed Bath & Beyond Inc.*, No 23-13359 (VFP) (Bankr. D.N.J. Apr. 24, 2023) (same).²

9. Given the integrated nature of the Debtors' operations, joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration will also allow the Office of the United States Trustee for the District of New Jersey (the "U.S. Trustee") and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

10. Moreover, joint administration will not adversely affect the Debtors' respective constituencies. This Motion seeks only administrative, not substantive, consolidation of the Debtors' estates. Parties in interest will not be harmed by the relief requested; rather, parties in interest will benefit from (i) the cost reductions associated with the joint administration of these chapter 11 cases and (ii) ease of reference to one main case docket of 24-10561 (VFP) throughout these chapter 11 cases. Accordingly, the Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

11. The Debtors request that all orders, pleadings, papers, and documents, except proofs of claim, lists, schedules, and statements, shall be filed and docketed in the case number assigned to 24-10561 (VFP) (the "Lead Case"), bearing the caption as shown in Exhibit 1 to the

² Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

Order attached hereto. All proofs of claim shall be filed and docketed under the case number representing the estate against which the claim is made, and a creditor of more than one estate shall file a proof of claim in each case in which a claim may be made, and only in the amount that the creditor may make a claim from that estate.

12. The Debtors also seek the Court's direction that a notation be entered on the docket in each of the Debtors' chapter 11 cases to reflect the joint administration of these cases.

13. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate, is in the best interests of their estates and creditors and should be granted in all respects.

Reservation of Rights

14. Notwithstanding anything to the contrary herein, nothing contained in this Motion or any actions taken pursuant to any order granting the relief requested by this Motion is intended or should be construed as: (a) an implication or admission as to the amount of, basis for, or validity of any particular claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in this Motion or any order granting the relief requested by this Motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission by the Debtors as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, claims, causes of action, or other rights under the Bankruptcy Code or any other applicable law; (h) an approval, assumption, adoption, or

rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code; (i) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in this Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens; (j) a waiver of the obligation of any party in interest to file a proof of claim; or (k) otherwise affecting the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease.

Waiver of Memorandum of Law

15. The Debtors request that the Court waive the requirement to file a separate memorandum of law pursuant to rule 9013-1(a)(3) of the Local Bankruptcy Rules of the District of New Jersey (the "Local Rules") because the legal basis upon which the Debtors rely is set forth herein and this Motion does not raise any novel issues of law.

No Prior Request

16. No prior request for the relief sought in this Motion has been made to this Court or any other court.

Notice

17. The Debtors will provide notice of this Motion to the following parties or their respective counsel: (a) the U.S. Trustee for the District of New Jersey; (b) the holders of the thirty (30) largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the First Lien Ad Hoc Group; (d) counsel to the Cross-Holder Group; (e) counsel to the Sponsor; (f) the agents under each of the Debtors' prepetition secured credit facilities and counsel thereto; (g) the office of the attorney general for each of the states in which the Debtors operate; (h) the United States Attorney's Office for the District of New Jersey; (i) the Internal Revenue Service;

and (j) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

[Remainder of page intentionally left blank.]

WHEREFORE, the Debtors request that the Court enter an order, in substantially the form submitted herewith, granting the relief requested herein and such other relief as is just and proper under the circumstances.

Dated: January 22, 2024

/s/ Michael D. Sirota

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*Proposed Co-Counsel for Debtors and
Debtors in Possession*

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
Caption in Compliance with D.N.J. LBR 9004-1(b)	
KIRKLAND & ELLIS LLP	
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In re:	
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Debtor. ¹	Case No. 24-10561 (VFP)
Tax I.D. No. 95-4535351	
In re:	
ALLHEARTS, LLC,	Chapter 11
Debtor.	Case No. 24-10565 (VFP)
Tax I.D. No. 26-3875213	

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://www.donlinrecano.com/careismatic>. The location of Debtor Careismatic Brands, LLC's principal place of business and the Debtors' service address in these chapter 11 cases is: 1119 Colorado Avenue, Santa Monica, California 90401.

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In re: CAREISMATIC GROUP II INC., Debtor. Tax I.D. No. 88-4358375	Chapter 11 Case No. 24-10567 (VFP)
In re: CBI IMTERMEDIATE, INC., Debtor. Tax I.D. No. 85-4260543	Chapter 11 Case No. 24-10575 (VFP)
In re: CBI MIDCO, INC., Debtor. Tax I.D. No. 85-4245728	Chapter 11 Case No. 24-10577 (VFP)
In re: CBI PARENT, L.P., Debtor. Tax I.D. No. 85-4209005	Chapter 11 Case No. 24-10563 (VFP)
In re: KRAZY KAT SPORTSWEAR LLC, Debtor. Tax I.D. No. 22-3480562	Chapter 11 Case No. 24-10560 (VFP)

In re: MARKETPLACE IMPACT, LLC, Debtor. Tax I.D. No. 84-4842858	Chapter 11 Case No. 24-10576 (VFP)
In re: MED COUTURE, LLC, Debtor. Tax I.D. No. 87-4521191	Chapter 11 Case No. 24-10570 (VFP)
In re: MEDELITA, LLC, Debtor. Tax I.D. No. 85-2882258	Chapter 11 Case No. 24-10574 (VFP)
In re: NEW TROJAN PARENT, INC., Debtor. Tax I.D. No. 85-4212219	Chapter 11 Case No. 24-10578 (VFP)
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In re: STRATEGIC GENERAL PARTNERS, LLC, Debtor. Tax I.D. No. 20-0315907	Chapter 11 Case No. 24-10562 (VFP)
In re: STRATEGIC PARTNERS ACQUISITION CORP., Debtor. Tax I.D. No. 80-0830929	Chapter 11 Case No. 24-10564 (VFP)
In re: STRATEGIC PARTNERS CORP., Debtor. Tax I.D. No. 90-0609037	Chapter 11 Case No. 24-10566 (VFP)
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In re: TROJAN HOLDCO, INC., Debtor. Tax I.D. No. 81-2885148	Chapter 11 Case No. 24-10573 (VFP)

**ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES, AND (II) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered five (5) through seven (7), is
ORDERED.

(Page 5)

Debtors: CAREISMATIC BRANDS, LLC, *et al.*

Case No. 24-10561 (VFP)

Caption of Order: Order (I) Directing Joint Administration of Chapter 11 Cases, and (II) Granting Related Relief

Upon the *Debtors' Motion for Entry of an Order (I) Directing Joint Administration of Chapter 11 Cases, and (II) Granting Related Relief* (the "Motion"),² of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order (this "Order") (a) authorizing the Debtors to direct the joint administration of the Debtors' chapter 11 cases for procedural purposes only and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** as set forth herein.
2. The above-captioned cases hereby are jointly administrated by this Court for procedural purposes only.

² Capitalized terms used but not otherwise defined herein have the meaning ascribed to them in the Motion.

(Page 6)

Debtors: CAREISMATIC BRANDS, LLC, *et al.*

Case No. 24-10561 (VFP)

Caption of Order: Order (I) Directing Joint Administration of Chapter 11 Cases, and (II) Granting Related Relief

3. Nothing contained in the Motion, or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.

4. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the District of New Jersey shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

5. All pleadings, papers, and documents filed in the Lead Case shall bear the caption as shown in Exhibit 1 attached hereto.

6. The caption shown in Exhibit 1 attached hereto satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

7. All lists, schedules, and statements shall be filed and docketed in the specific Debtor's case to which they are applicable.

8. Any party in interest may request joint hearings on matters pending in any of these chapter 11 cases.

9. If pleadings, papers, or documents have been filed in any of the above-captioned cases other than the Lead Case prior to the entry of this Order, and those matters have not yet been heard and decided, the party who filed the pleading, paper, or document shall (i) refile the pleading, paper, or document in the Lead Case within three (3) business days of the entry of this Order, (ii) set the pleading, paper, or document for hearing before the judge assigned to the Lead Case, and (iii) notice the hearing to all appropriate parties.

(Page 7)

Debtors: CAREISMATIC BRANDS, LLC, *et al.*

Case No. 24-10561 (VFP)

Caption of Order: Order (I) Directing Joint Administration of Chapter 11 Cases, and (II) Granting Related Relief

10. The Clerk shall file a copy of this order in the Lead Case and each of the affiliated Debtor cases.

11. The Debtors shall file individual monthly operating reports for each Debtor and such reports shall be docketed in the Lead Case.

12. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

13. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of the Local Rules are satisfied by such notice.

14. Any party may move for modification of this Order in accordance with Local Rule 9013-5(e).

15. A true copy of this Order shall be served on all required parties pursuant to Local Rule 9013-5(f).

16. This Order shall be effective immediately upon entry.

17. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Exhibit 1

Case Caption

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

CAREISMATIC BRANDS, LLC, *et al.*,
Debtors.¹

Chapter 11

Case No. 24-10561 (VFP)
(Jointly Administered)

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://www.donlinrecano.com/careismatic>. The location of Debtor Careismatic Brands, LLC's principal place of business and the Debtors' service address in these chapter 11 cases is: 1119 Colorado Avenue, Santa Monica, California 90401.